

UNITED STATES DISTRICT COURT
Eastern District Of Massachusetts

Boston Financial Corporation

Plaintiff,

v.

Prime Star, LLC, Deborah A. Bartolini and Gregory C. Grant,

Defendants.

Docket No. _____

04-11499 RCL

AFFIDAVIT IN SUPPORT OF ATTACHMENT

The undersigned, being duly sworn, says that he is the President of Boston Financial Corporation ("BFC"), and certifies that the following statements to be true:

1. I have examined the Consulting/Factoring/ Security Agreement and Guaranty Agreement (collectively "the Agreements") attached to the Complaint;
2. The Agreements are true and accurate copies of the Agreements signed by Gregory C. Grant ("Grant") and Deborah A. Bartolini ("Bartolini");
3. Grant and Bartolini signed the Agreements individually, and in their capacity as Managers of Prime Star, LLC ("Prime Star");
4. BFC has not received payment for the accounts shown on the Invoice Aging Report attached to the Complaint as Exhibit C;
5. Exhibit C is a true and accurate business record of BFC;
6. BFC provided a copy of the Invoice Aging Report to Bartolini, Grant, and Prime Star by certified mail and first class mail on May 13, 2004;
7. Bartolini has made no objection to the accuracy of the Invoice Aging Report;
8. Prime Star has made no objection to the accuracy of the Invoice Aging Report;

9. Pursuant to the Agreements, BFC has purchased accounts receivable from Prime Star for \$141, 759.21;
10. More than seventy-six (76) days has passed since the due date of the last invoice;
11. BFC has made several demands to Grant to repurchase the accounts;
12. Grant has not repurchased the accounts;
13. BFC has made several demands to Bartolini to repurchase the accounts;
14. Bartolini has not repurchased the accounts.

Certified under the pains and penalties of perjury this 29th day of July, 2004.

Frank A. Coviello, President
Frank A. Coviello

Suffolk, ss.

Commonwealth of Massachusetts

June 29, 2004

On this 29th day of June 2004, before me, the undersigned notary public, personally appeared Frank A. Coviello, as President for Boston Financial Corporation, proved to me through satisfactory evidence of identification, which were MA LICENSE to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.

Erin Finnell Hall
Notary Public
My Commission Expires
November 27, 2009

Erin Hall, Notary Public
My commission expires: 11/27/09